

CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY

AMENDED BYLAWS

APPROVED SEPTEMBER 26, 2011

**AMENDED BYLAWS OF
CENTRAL MIDLANDS REGIONAL TRANSIT AUTHORITY**

**ARTICLE 1
PREAMBLE**

Section 1.1 Statutory Authority. The Central Midlands Regional Transit Authority (the “Authority”) is being re-created pursuant to Sections 58-25-10 to 58-25-100, Code of Laws of South Carolina, 1976 (the Enabling Act), by an agreement approved by or to be approved by resolutions adopted by each of Richland County Council, City Councils of the City of Columbia and the City of Forest Acres, and Lexington County Council (the “Members”). The Resolutions authorize each of Richland County, City of Columbia, City of Forest Acres, and Lexington County to execute the Second Amended Agreement Re-Creating a Regional Transit Authority of the Geographic Area of Richland County and Certain of the Municipalities Located Therein and small portions of Lexington County, to Be Known as the Central Midlands Regional Transit Authority, a copy of which is attached to each resolution (the “Second Amended Agreement”). References to the provisions of the Resolutions herein incorporate as well the terms and conditions of the Second Amended Agreement. These Amended Bylaws, which set forth the terms and conditions under which the Authority shall operate, may be amended from time to time, consistent with the provisions of the Enabling Act, as amended, and the Resolutions, as amended.

Section 1.2. Name of Authority. The name of this Organization shall be the Central Midlands Regional Transit Authority.

Section 1.3. Purpose of Authority. The purpose of this Organization shall be to promote transportation opportunities for all citizens within the service area which shall initially consist of Richland County and limited service into Lexington County. This shall be done by providing transportation services and encouraging the cooperation and coordination of existing transportation providers. The Authority shall utilize revenues from the Authority’s transportation system, government grants, contracts for services, intergovernmental agreements, franchising contracts, and any other source, and such funds as may be appropriated by the governing bodies of the Members of the Authority, in accordance with Article IV, Section 2 of the Second Amended Agreement.

Section 1.4. Power of Authority. The Authority shall have such powers as are set forth in the Enabling Act, the Second Amended Agreement and the Resolutions including any amendments thereto. In addition, for elections, amendments hereto, and the employment or dismissal of the Executive Director, an affirmative vote of a simple majority of the total voting membership of the Board shall be required.

**ARTICLE 2
MEMBERSHIP**

Section 2.1. Membership. *Voting members* - Requirements as to the membership of the Authority, including the appointment of Board members, confirmation of Board members, restrictions on eligibility for appointment, terms of office, vacancies in office and removal from office shall be as set forth in the provisions of the Enabling Act, the Second Amended Agreement and the Resolutions, including any amendments thereto. Attachment A illustrates the current membership distribution for the CMRTA, and may be amended from time to time.

Non-voting members – Each of Arcadia Lakes, Blythewood, Eastover, Batesburg-Leesville, Cayce, Chapin, Town of Lexington, Pine Ridge, South Congaree, Springdale and West Columbia may

appoint one representative to the Board. Said Board members shall serve in an advisory capacity and shall not be entitled to vote on matters before the Board or committees. Additional non-voting members may be appointed to the Board upon such terms and conditions as the Board of Directors may, by majority vote, approve without amending these Bylaws.

Voting Board members not attending three (3) consecutive meetings without an excuse and more than one half of the regular and special meetings of the Authority during the fiscal year without an excuse shall be deemed to have relinquished membership and shall be subject to replacement by the Member making the original appointment. The absence of any voting Board member for unavoidable reasons including work conflicts, illness or scheduled vacation shall be deemed excused. The voting Board member requesting an excuse shall be responsible for providing a written explanation of the absence to the Secretary/Treasurer. The Chairman, in his discretion, may excuse other absences based on extenuating circumstances.

ARTICLE 3 OFFICERS

Section 3.1. In General. The officers of the Board shall be a Chairman, Vice-Chairman and Secretary-Treasurer, each of whom must be voting members of the Board. The Chairman and Vice-Chairman must be representatives of either Richland County or the City of Columbia. When the Chairman is a representative of Richland County, the Vice-Chairman must be a representative of the City of Columbia. When the Chairman is a representative of the City of Columbia, the Vice-Chairman must be a representative of Richland County. The Secretary-Treasurer may be a representative of any Member of the Authority. The Chairman and Vice-Chairman shall each serve two-year terms and may not serve consecutive terms. After being absent from the office for a two-year term, a Board member shall be eligible for re-nomination to the offices of Chairman and Vice-Chairman. Every two years, the Member appointing the Chairman and Vice-Chairman shall alternate between Richland County and the City of Columbia. The Secretary Treasurer shall be eligible for re-nomination and may serve consecutive terms. Officers shall be elected employing the voting procedures set forth in Section 4.6 herein.

Section 3.2. Chairman. The Chairman shall preside at all meetings of the Board, shall direct the work of the staff and oversee the execution of the business and the Chair or designee, shall be the sole spokesperson for the Authority. The Chairman shall have the authority to execute contracts and agreements approved by the Board and to oversee the expenditures of the Board funds in accordance with the established budget of the Board. The Chairman shall be an ex-officio voting member of all standing or special committees of the Board.

Section 3.3. Vice-Chairman. The Vice-Chairman shall assume the authority and perform the duties of the Chairman in the absence or incapacity of the Chairman.

Section 3.4. Secretary-Treasurer. The Secretary-Treasurer shall supervise the maintenance of the minutes of the proceedings of the Board and the papers and records of the Board. The Secretary-Treasurer shall supervise the proper disposition of the funds and securities of the Board and the preparation of such records and reports as the Board may deem appropriate.

ARTICLE 4

MEETING, VOTING, RULES

Section 4.1. Meeting Schedule. The Board shall meet as often as may be required to carry out the responsibilities and purposes set forth in the Enabling Act, the Second Amended Agreement, the Resolutions and these Bylaws. The Chairman may, on his own initiative, cancel or postpone any regular meeting with seventy-two (72) hours notice to Board Members, excepting emergencies.

Section 4.2. Meeting Location. Meetings of the Board shall be held at the public place or places as the Board may designate.

Section 4.3. Notice of Meeting. Board members shall be notified of the time and place of meetings at least seven (7) days in advance of regular meetings. A majority of voting members of the Board present at any meeting may approve shorter notice thereof. Special Meetings may be called by the Chairman on his own initiative or must be called by him upon the written request of forty percent (40%) or more of the voting members of the Board. Such meetings shall be held at the main office of the Authority. Notice of a meeting of the Board shall be provided to the media and public in accordance with the provisions of the South Carolina Freedom of Information Act.

Section 4.4. Agenda. The Chairman shall be responsible for preparing or causing to be prepared an agenda for each regular and special meeting. The Chairman must include on the agenda any item at the written request of twenty percent (20%) or more of the voting members of the Board. The agenda may be modified with the approval of the Chairman prior to 24 hours before each meeting. At each meeting, the agenda may be amended by a majority vote of voting members of the Board present at the meeting.

Section 4.5. Quorum. A quorum of the Board shall consist of a majority of the voting members.

Section 4.6. Voting. A quorum of the Board must be present in person or by electronic or telephonic means to execute formal action. Each voting member of the Board shall have one vote. Matters upon which the Board is required to vote shall be decided upon the basis of a simple majority vote of the voting members present and voting. No voting member of the Board shall be allowed a proxy vote.

Section 4.7. Electronic or Teleconference Meeting. Any voting member of the Board may attend any Board meeting, participate and vote by any electronic means or telephonic equipment that will allow all participants to hear all that is said or communicated by means of the electronic or telephonic equipment. No such participation will be allowed during executive session.

Section 4.8. Procedure. Parliamentary procedure in Board meetings shall be governed by Robert's Rules of Order to the extent that such rules are not in conflict with these bylaws.

Section 4.9. Minutes. Written, summary minutes of all public meetings of the Board shall be kept and provided to the members. Minutes of all public meetings shall also be provided to the media and public in accordance with the provisions of the South Carolina Freedom of Information Act.

ARTICLE 5 COMMITTEES

Section 5.1. Committees. The Board may create such standing or special committees as it deems appropriate and shall fix and define the powers of such committees; provided, however, such committees shall be in compliance with the Enabling Act, the Second Amended Agreement and the Resolutions. The Chairman of the Board may appoint such members of the Board as he deems advisable to the membership on any committee or task force of the Board, and he shall designate the Chairman of such committee; provided that the majority of the membership of any committee or task force must be voting members of the Board. The Chairman of the Board may appoint as Chairman of any task force of the Board persons who are not Members of the Authority. The Chairman of the Board, together with the Chairman of a task force, may appoint as members of a task force persons who are not members of the Board. No committee or task force of the Board shall have any power to exercise discretion or perform any act for the Authority except with prior approval of the Board.

Section 5.2. Executive Committee. An Executive Committee with a total of five (5) voting members will be appointed by the Chairman and approved by the full Board. The Executive Committee shall include the Chairman, Vice-Chairman, Secretary-Treasurer with the remaining Executive Committee members appointed from the Board at large. The Chairman shall automatically serve as Chairman of the Executive Committee. The powers and duties of the Executive Committee shall consist generally of governing the routine fiscal and administrative responsibilities of the Authority, and such specific tasks as may be defined in the Enabling Act, the Second Amended Agreement, Bylaws and Resolutions. During times between Board meetings or in the absence of quorum for any Board meeting, the Executive Committee may exercise any and all powers vested in the Board with respect to operations of the Authority in the normal course of business. Such matters would include but not be limited to authorization of and execution of necessary documents in connection with grant applications and contracts. Such matters would not include personnel decisions; amendments to Bylaws, Creating Agreement or Intergovernmental Agreement; or contractual matters involving the procurement of vehicles or selection of a contract operator.

ARTICLE 6 FINANCES

Section 6.1. Fiscal Year. The current fiscal year of the Authority shall be October 1 to September 30. As soon as practicable, the fiscal year shall be changed to July 1 to June 30.

Section 6.2. Annual Budget. The Board shall prepare, and the Board shall adopt by vote of its voting members an annual budget. The annual budget shall be prepared and adopted in conformity with the requirements of the Enabling Act, the Second Amended Agreement and the Resolutions. The annual budget may be amended to reflect annual expenditures and revenues consistent with actual receipts and any properly authorized expenditures. The annual budget shall be reviewed quarterly by the Board.

Section 6.3. Financial Policies. The Board shall undertake, or shall cause to be undertaken on behalf of the Authority, the following:

- a. establish fund receipt and disbursement procedures in accordance with prudent accounting and audit practices and requirements.
- b. maintain eligibility of the Authority to apply for and receive public monies.

- c. prepare, maintain and distribute financial reports relating to the activities, revenues and expenses of the Authority.
- d. an audit of the financial affairs of the Authority, performed annually by certified public accountants.

Section 6.4. Financial Statements. The Board shall cause to be prepared financial reports, which shall be delivered to each voting Board member in a timely manner. The financial reports shall be prepared not less frequently than quarterly.

Section 6.5. Deposits. All funds of the Authority not otherwise employed shall be deposited as received to the credit of the Authority in such banks, trust companies or other depositories as the Board or its designated fiscal agent may select. For the purpose of such deposits, the Chairman or any employee of the Board or the fiscal agent to whom such duty may be delegated, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Authority.

Section 6.6. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by the officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Authority.

Section 6.7. Reimbursement. A voting Board member of the Authority shall receive, as the Board determines, reimbursement for reasonable travel expenses and other out-of-pocket expenses incurred in the discharge of the member's duties. The Board shall develop or cause the development of appropriate policies and procedures governing reimbursement.

ARTICLE 7 PERSONNEL

Section 7.1. Personnel. The Board may employ or contract with such agents and employees as it may require. The Board shall develop or cause the development of appropriate policies and procedures for the employment of personnel. The Executive Director and any other fiscal personnel shall be bonded for such amounts as may be determined from time to time by the Board.

Section 7.2. Executive Director. The Board may employ an Executive Director who will be responsible for the administration of the Authority under an approved annual budget by the Board. Any obligations outside the budget shall be made only upon Board approval. The Executive Director shall continue to hold such position at the discretion of the Board. The Executive Committee shall conduct an annual review of the performance of the Executive Director. The employment or dismissal of the Executive Director shall require an affirmative vote of a simple majority of the total voting membership of the Board. All other staff shall be employed by and be responsible to the Executive Director.

Section 7.3. Compliance with Regulations. The Board shall competitively fill each position within the Authority in compliance with all applicable federal, state and local regulations and rules. The Board shall not discriminate on the basis of disability or by race, color, creed, gender, age, sexual preference or religion in its employment practices. Positions shall be filled based on the qualifications of the applicant and the requirements of the position.

Section 7.4. Contractors. The Board shall select and engage contractors as required and in compliance with all applicable federal, state and local regulations and rules. The Board shall not discriminate on the basis of disability or by race, color, creed, gender, religion, sexual preference or age in selecting and engaging contractors.

ARTICLE 8 LIABILITY

Section 8.1. Limitation on Liability. No member of the Board shall be liable personally for losses unless the losses are occasioned by the willful misconduct of the member.

Section 8.2. S.C. Tort Claims Act. The Board shall be a “political subdivision” as set forth at Section 15-78-30 (h) for purposes of the S.C. Tort Claims Act, Chapter 78 of Title 15.

Section 8.3. Insurance. The Board shall purchase and maintain bonds / insurance on behalf of any person who is or was a member or officer of the Board as a member or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Board would have the power to indemnify such person.

ARTICLE 9 DISSOLUTION

Section 9.1. Dissolution. Dissolution of the Authority shall be accomplished in accordance with the provisions set forth in the Enabling Act, the Second Amended Agreement and the Resolutions and any amendments thereto and in compliance with federal regulations.

ARTICLE 10 GENERAL LAW

Section 10.1. State Ethics Act. (Conflict of Interest) The Authority and members of the Board shall comply with the provisions of the State Ethics Act, Chapter 13 of Title 8 of the 1976 S.C. Code of Laws, Ann.

Section 10.2. Freedom of Information Act. The Authority shall comply with the provisions of the S.C. Freedom of Information Act, 1976, Code, Ann., Section 30-4-10, et seq.

Section 10.3. S.C. Consolidated Procurement Code. The Authority shall comply with the provisions of the S.C. State Procurement Code, Chapter 35 of Title 11 of the 1976 S.C. Code of Laws, Ann.

Section 10.4. Other Applicable Law. The Authority shall comply with the provisions of all other statutes, law or regulations applicable to its operation.

ARTICLE 11 MISCELLANEOUS

Section 11.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board; provided that members shall be given seven (7) days written notice, prior to formal action, of the proposed amendment, which notice must include the actual wording of the proposed amendment.

Section 11.2. Severability. Any provisions of these Bylaws, or any amendment or alteration thereof, which is determined to be unenforceable or in violation of the provisions of the Enabling Act, the Second Amended Agreement, the Resolutions or other applicable law shall not in any way render any of the remaining provisions invalid.

Section 11.3. References to Gender and Number Terms. In construing these Bylaws, feminine or neuter pronouns shall be substituted for those masculine in form and vice versa, and plural terms shall be substituted for singular and singular for plural in any place in which the context so requires.

Section 11.4. Headings. The Article and Section headings in the Bylaws are inserted for convenience only and are not part of the Bylaws.